

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|--|---|---|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., et al.,¹ |) | Case No. 01-1139 (JKF) |
| |) | Jointly Administered |
| |) | |
| |) | Objection Date: August 22, 2013 at 4:00 p.m. |
| Debtors. |) | Hearing Date: Scheduled if Necessary (Negative Notice) |
| |) | |

**ONE HUNDRED-THIRTY-FIFTH MONTHLY APPLICATION OF BMC GROUP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS CLAIMS RECONCILIATION AND
SOLICITATION CONSULTANT TO THE DEBTORS FOR THE PERIOD
FROM JUNE 1, 2013 THROUGH JUNE 30, 2013**

| | |
|--|--|
| Name of Applicant: | BMC Group ("BMC") |
| Authorized to Provide Professional Services to: | The above-captioned debtors and debtors in possession |
| Date of Retention: | Retention Order entered May 8, 2002; effective as of April 4, 2002 |
| Period for which Compensation and Reimbursement is Sought: | June 1 through June 30, 2013 |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | \$ 19,399.50 |
| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | \$ 1,540.82 |

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food =N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is a: Monthly Application Quarterly Application Final Application

The total time expended for preparation of this fee application is approximately 20.0 hours and the corresponding compensation requested is approximately \$4,200.00.²

This is the One Hundred-Thirty-Fifth Application filed by BMC.

PRIOR APPLICATIONS

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|----------------------|----------------|--------------------|---------------|-------------------|
| 3/4/2003 | N/A | 4/4/2002-4/30/2002 | \$18,913.50 | \$1,420.00 | \$15,130.80 | \$1,420.00 |
| 3/4/2003 | N/A | 5/1/2002-5/31/2002 | \$46,559.00 | \$2,781.83 | \$37,247.20 | \$2,781.83 |
| 3/4/2003 | N/A | 6/1/2002-6/30/2002 | \$42,162.00 | \$3,538.24 | \$33,729.60 | \$3,538.24 |
| 3/4/2003 | N/A | 5th Quarterly 2002 | \$107,634.50 | \$7,740.07 | \$86,107.60 | \$7,740.07 |
| 3/4/2003 | N/A | 7/1/2002-7/31/2002 | \$48,181.75 | \$10,701.48 | \$38,545.40 | \$10,701.48 |
| 3/4/2003 | N/A | 8/1/2002-8/31/2002 | \$48,729.50 | \$1,891.32 | \$38,983.60 | \$1,891.32 |
| 3/4/2003 | N/A | 9/1/2002-9/30/2002 | \$55,850.00 | \$2,743.43 | \$44,680.00 | \$2,743.43 |
| 3/4/2003 | N/A | 6th Quarterly 2002 | \$152,761.25 | \$15,336.23 | \$122,209.00 | \$15,336.23 |
| 3/4/2003 | N/A | 10/1/2002-10/31/2002 | \$95,621.50 | \$3,384.85 | \$76,497.20 | \$3,384.85 |
| 3/4/2003 | N/A | 11/1/2002-11/30/2002 | \$49,215.25 | \$2,658.68 | \$39,372.20 | \$2,658.68 |
| 3/4/2003 | N/A | 12/1/2002-12/31/2002 | \$46,683.00 | \$850.00 | \$37,346.40 | \$850.00 |
| 3/4/2003 | N/A | 7th Quarterly 2002 | \$191,519.75 | \$6,893.53 | \$153,215.80 | \$6,893.53 |
| 5/15/2003 | 10 | 1/1/2003-1/31/2003 | \$74,318.00 | \$1,229.90 | \$59,454.40 | \$1,229.90 |
| 5/15/2003 | 11 | 2/1/2003-2/28/2003 | \$82,610.00 | \$4,837.69 | \$66,088.00 | \$4,837.69 |
| 5/15/2003 | 12 | 3/1/2003-3/31/2003 | \$72,572.25 | \$3,860.72 | \$58,057.80 | \$3,860.72 |
| 5/15/2003 | 8 Q | 8th Quarterly 2003 | \$229,500.25 | \$9,928.31 | \$183,600.20 | \$9,928.31 |
| 9/23/2003 | 13 | 4/1/2003-4/30/2003 | \$117,598.00 | \$2,132.50 | \$94,078.40 | \$2,132.50 |
| 9/23/2003 | 14 | 5/1/2003-5/31/2003 | \$140,988.00 | \$4,689.22 | \$112,790.40 | \$4,689.22 |
| 9/23/2003 | 15 | 6/1/2003-6/30/2003 | \$95,449.00 | \$8,234.67 | \$76,359.20 | \$8,234.67 |
| 9/23/2003 | 9 Q | 9th Quarterly 2003 | \$354,035.00 | \$15,480.10 | \$283,228.00 | \$15,480.10 |
| 2/18/2004 | 16 | 7/1/2003-7/31/2003 | \$90,293.50 | \$9,851.36 | \$90,293.50 | \$9,851.36 |
| 2/18/2004 | 17 | 8/1/2003-8/31/2003 | \$88,262.50 | \$2,515.87 | \$88,262.50 | \$2,515.87 |
| 2/18/2004 | 18 | 9/1/2003-9/30/2003 | \$82,370.00 | \$16,341.34 | \$82,370.00 | \$16,341.34 |
| 2/25/2004 | 10 Q | 10th Quarterly 2003 | \$260,926.00 | \$28,708.57 | \$260,926.00 | \$28,708.57 |
| 4/13/2004 | 19 | 10/1/2003-10/31/2003 | \$86,187.00 | \$1,861.76 | \$86,187.00 | \$1,861.76 |
| 4/13/2004 | 20 | 11/1/2003-11/30/2003 | \$69,321.00 | \$1,330.52 | \$69,321.00 | \$1,330.52 |
| 4/13/2004 | 21 | 12/1/2003-12/31/2003 | \$62,679.00 | \$2,627.14 | \$62,679.00 | \$2,627.14 |
| 4/13/2004 | 11 Q | 11th Quarterly 2003 | \$218,187.00 | \$5,819.42 | \$218,187.00 | \$2,528.88 |
| 6/18/2004 | 22 | 1/1/2004-1/31/2004 | \$84,944.50 | \$1,327.94 | \$84,944.50 | \$1,327.94 |
| 6/18/2004 | 23 | 2/1/2004-2/29/2004 | \$42,147.00 | \$1,623.86 | \$42,147.00 | \$1,623.86 |
| 6/18/2004 | 24 | 3/1/2004-3/31/2004 | \$89,579.50 | \$1,403.99 | \$89,579.50 | \$1,403.99 |
| 6/18/2004 | 12 Q | 12th Quarterly 2004 | \$216,671.00 | \$4,355.79 | \$216,671.00 | \$4,355.79 |
| 11/5/2004 | 25 | 4/1/2004-4/30/2004 | \$76,264.50 | \$2,134.18 | \$76,264.50 | \$2,134.18 |
| 11/5/2004 | 26 | 5/1/2004-5/31/2004 | \$63,313.50 | \$2,330.43 | \$63,313.50 | \$2,330.43 |
| 11/5/2004 | 27 | 6/1/2004-6/30/2004 | \$58,641.50 | \$2,795.01 | \$58,641.50 | \$2,795.01 |
| 11/5/2004 | 13 Q | 13th Quarterly 2004 | \$198,219.50 | \$7,259.62 | \$198,219.50 | \$7,259.62 |

² The actual number of hours expended in preparing this fee application and the corresponding compensation requested will be set forth in BMC's subsequent fee applications.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|----------------|-------------------|
| 2/7/2005 | 28 | 7/1/2004 – 7/31/2004 | \$45,396.00 | \$2,558.91 | \$45,396.00 | \$2,558.91 |
| 2/7/2005 | 29 | 8/1/2004 – 8/31/2004 | \$60,094.50 | \$1,375.09 | \$60,094.50 | \$1,375.09 |
| 2/7/2005 | 30 | 9/1/2004 – 9/30/2004 | \$75,755.50 | \$1,251.65 | \$75,755.50 | \$1,251.65 |
| 2/7/2005 | 14Q | 14 th Quarterly 2004 | \$181,246.00 | \$5,185.65 | \$181,246.00 | \$5,185.65 |
| 4/22/2005 | 31 | 10/1/2004 – 10/31/2004 | \$59,922.00 | \$2,144.86 | \$59,922.00 | \$2,144.86 |
| 4/22/2005 | 32 | 11/1/2004 – 11/30/2004 | \$65,745.50 | \$28,337.71 | \$65,745.50 | \$28,337.71 |
| 4/22/2005 | 33 | 12/1/2004 – 12/31/2004 | \$62,692.00 | \$8,918.87 | \$62,692.00 | \$8,918.87 |
| 4/22/2005 | 15Q | 15 th Quarterly 2004 | \$188,359.50 | \$39,401.44 | \$188,359.50 | \$39,401.44 |
| 8/11/2005 | 34 | 1/1/2005 – 1/31/2005 | \$67,384.00 | \$2,530.41 | \$67,745.50 | \$2,530.41 |
| 8/11/2005 | 35 | 2/1/2005 – 2/28/2005 | \$56,206.00 | \$2,869.31 | \$56,206.00 | \$2,869.31 |
| 8/11/2005 | 36 | 3/1/2005 – 3/31/2005 | \$64,836.00 | \$1,666.16 | \$64,836.00 | \$1,666.16 |
| 8/11/2005 | 16Q | 16 th Quarterly 2005 | \$188,426.00 | \$7,065.88 | \$188,426.00 | \$7,065.00 |
| 10/31/2005 | 37 | 4/1/2005 – 4/30/2005 | \$88,685.50 | \$2,391.33 | \$88,685.50 | \$2,391.33 |
| 10/31/2005 | 38 | 5/1/2005 – 5/31/2005 | \$158,852.00 | \$4,552.49 | \$158,852.00 | \$4,552.49 |
| 10/31/2005 | 39 | 6/1/2005 – 6/30/2005 | \$232,914.00 | \$13,912.17 | \$232,914.00 | \$13,912.17 |
| 10/31/2005 | 17Q | 17 th Quarterly 2005 | \$480,451.50 | \$20,855.99 | \$480,451.50 | \$20,855.99 |
| 1/31/2006 | 40 | 7/1/2005 – 7/31/2005 | \$468,997.75 | \$17,359.91 | \$468,997.75 | \$17,359.91 |
| 1/31/2006 | 41 | 8/1/2005 – 8/31/2005 | \$684,403.00 | \$43,446.98 | \$684,403.00 | \$43,446.98 |
| 1/31/2006 | 42 | 9/1/2005 – 9/30/2005 | \$334,412.00 | \$34,731.14 | \$334,412.00 | \$34,731.14 |
| 2/1/2006 | 18Q | 18 th Quarterly 2005 | \$1,487,812.75 | \$95,538.03 | \$1,487,812.75 | \$95,538.03 |
| 4/20/2006 | 43 | 10/1/2005 – 10/31/2005 | \$126,175.50 | \$2,460.85 | \$126,175.50 | \$2,460.85 |
| 4/20/2006 | 44 | 11/1/2005 – 11/30/2005 | \$136,980.50 | \$2,010.10 | \$136,980.50 | \$2,010.10 |
| 4/20/2006 | 45 | 12/1/2005 – 12/31/2005 | \$54,700.50 | \$4,310.19 | \$54,700.50 | \$4,310.19 |
| 4/20/2006 | 19Q | 19 th Quarterly 2005 | \$301,963.67* | \$8,781.14 | \$301,963.67* | \$8,781.14 |
| 4/28/2006 | 46 | 1/1/2006 – 1/31/2006 | \$52,998.50 | \$2,322.75 | \$52,998.50 | \$2,322.75 |
| 7/17/2006 | 47 | 2/1/2006 – 2/28/2006 | \$64,309.50 | \$1,438.85 | \$64,309.50 | \$1,438.85 |
| 8/25/2006 | 48 | 3/1/2006 – 3/31/2006 | \$69,538.75 | \$2,732.97 | \$69,538.75 | \$2,732.97 |
| 8/25/2006 | 20Q | 20 th Quarterly 2006 | \$177,504.41* | \$6,494.57 | \$177,504.41* | \$6,494.57 |
| 11/21/2006 | 49 | 4/1/2006 – 4/30/2006 | \$64,523.00 | \$1,918.17 | \$64,523.00 | \$1,918.17 |
| 11/22/2006 | 50 | 5/1/2006 – 5/31/2006 | \$83,530.00 | \$2,413.38 | \$83,530.00 | \$2,413.38 |
| 11/22/2006 | 51 | 6/1/2006 – 6/30/2006 | \$42,762.00 | \$5,634.14 | \$42,762.00 | \$5,634.14 |
| 11/22/2006 | 21Q | 21 st Quarterly 2006 | \$181,274.25* | \$9,965.65 | \$181,274.25* | \$9,965.65 |
| 12/11/2006 | 52 | 7/1/2006 – 7/31/2006 | \$35,134.50 | \$41,219.71 | \$35,134.50 | \$41,219.71 |
| 12/21/2006 | 53 | 8/1/2006 – 8/31/2006 | \$76,583.00 | \$4,757.53 | \$76,583.00 | \$4,757.53 |
| 12/27/2006 | 54 | 9/1/2006 – 9/30/2006 | \$71,515.00 | \$24,065.05 | \$71,515.00 | \$24,065.05 |
| 12/27/2006 | 22Q | 22 nd Quarterly 2006 | \$174,070.88* | \$70,042.29 | \$174,070.88* | \$70,042.29 |
| 5/17/2007 | 55 | 10/1/2006 – 10/31/2006 | \$103,882.50 | \$72,054.63 | \$103,882.50 | \$72,054.63 |
| 5/21/2007 | 56 | 11/1/2006 – 11/30/2006 | \$74,836.00 | \$18,644.41 | \$74,836.00 | \$18,644.41 |
| 5/22/2007 | 57 | 12/1/2006 – 12/31/2006 | \$66,253.50 | \$24,335.71 | \$66,253.50 | \$24,335.71 |
| 5/22/2007 | 23Q | 23 rd Quarterly 2006 | \$232,723.40* | \$115,034.75 | \$232,723.40* | \$115,034.75 |
| 8/24/2007 | 58 | 1/1/2007 – 1/31/2007 | \$89,031.50 | \$13,162.75 | \$89,031.50 | \$13,162.75 |
| 8/24/2007 | 59 | 2/1/2007 – 2/28/2007 | \$136,258.25 | \$16,098.69 | \$136,258.25 | \$16,098.69 |
| 8/24/2007 | 60 | 3/1/2007 – 3/31/2007 | \$80,692.00 | \$1,746.97 | \$80,692.00 | \$1,746.97 |
| 8/24/2007 | 24Q | 24 th Quarterly 2007 | \$290,682.66* | \$31,008.41 | \$290,682.66 | \$31,008.41 |

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty-First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods, and 3.5% from actual fees for the Twenty-Fifth Quarterly Period.

** Reflects BMC's voluntary credit from actual fees and costs for March 2010 related to the fees and costs associated with the corrected mailing of a limited number of Omni 28 Notices to affected parties.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|---------------|-------------------|
| 11/9/2007 | 61 | 4/1/2007 – 4/30/2007 | \$49,298.00 | \$1,989.73 | \$49,298.00 | \$1,989.73 |
| 11/9/2007 | 62 | 5/1/2007 – 5/31/2007 | \$135,172.00 | \$2,067.20 | \$135,172.00 | \$2,067.20 |
| 11/9/2007 | 63 | 6/1/2007 – 6/30/2007 | \$58,687.50 | \$3,094.14 | \$58,687.50 | \$3,094.14 |
| 11/9/2007 | 25Q | 25 th Quarterly 2007 | \$234,646.98* | \$7,151.07 | \$234,646.98* | \$7,151.07 |
| 12/5/2007 | 64 | 7/1/2007 – 7/31/2007 | \$48,858.00 | \$2,166.14 | \$48,858.00 | \$2,166.14 |
| 12/7/2007 | 65 | 8/1/2007 – 8/31/2007 | \$66,679.00 | \$2,412.77 | \$66,679.00 | \$2,412.77 |
| 12/7/2007 | 66 | 9/1/2007 – 9/30/2007 | \$43,504.00 | \$3,307.71 | \$43,504.00 | \$3,307.71 |
| 12/11/2007 | 26Q | 26 th Quarterly 2007 | \$159,041.00 | \$7,886.62 | \$159,041.00 | \$7,886.62 |
| 1/7/2008 | 67 | 10/1/2007 – 10/31/2007 | \$48,179.00 | \$2,867.37 | \$48,179.00 | \$2,867.37 |
| 1/11/2008 | 68 | 11/1/2007 – 11/30/2007 | \$36,004.50 | \$2,273.21 | \$36,004.50 | \$2,273.21 |
| 2/1/2008 | 69 | 12/1/2007 – 12/31/2007 | \$27,285.00 | \$2,177.19 | \$27,285.00 | \$2,177.19 |
| 2/27/2008 | 27Q | 27 th Quarterly 2007 | \$111,468.50 | \$7,317.77 | \$111,468.50 | \$7,317.77 |
| 3/19/2008 | 70 | 1/1/2008 – 1/31/2008 | \$39,843.00 | \$2,370.71 | \$34,105.40 | \$2,370.71 |
| 5/12/2008 | 71 | 2/1/2008 – 2/29/2008 | \$27,323.50 | \$2,243.98 | \$18,520.00 | \$2,243.98 |
| 5/29/2008 | 72 | 3/1/2008 – 3/31/2008 | \$21,341.50 | \$2,718.61 | \$17,393.50 | \$2,718.61 |
| 5/29/2008 | 28Q | 28 th Quarterly 2008 | \$88,508.00 | \$7,333.30 | \$70,019.40 | \$7,333.30 |
| 10/28/2008 | 73 | 4/1/2008 – 4/30/2008 | \$33,293.50 | \$2,751.14 | \$33,293.50 | \$2,751.14 |
| 10/28/2008 | 74 | 5/1/2008 – 5/30/2008 | \$24,593.50 | \$2,093.58 | \$21,624.50 | \$2,093.58 |
| 10/28/2008 | 75 | 6/1/2008 – 6/30/2008 | \$35,613.50 | \$2,310.78 | \$35,613.50 | \$2,310.78 |
| 10/28/2008 | 29Q | 29 th Quarterly 2008 | \$93,500.50 | \$7,155.50 | \$90,531.50 | \$7,155.50 |
| 11/12/2008 | 76 | 7/1/2008 – 7/31/2008 | \$32,283.50 | \$4,543.30 | \$23,283.50 | \$4,303.28 |
| 1/16/2009 | 77 | 8/1/2008 – 8/31/2008 | \$53,516.00 | \$5,789.77 | \$53,516.00 | \$5,549.75 |
| 2/20/2009 | 78 | 9/1/2008 – 9/30/2008 | \$74,290.50 | \$4,590.21 | \$74,209.50 | \$4,350.19 |
| 2/20/2009 | 30Q | 30 th Quarterly 2008 | \$160,090.00 | \$14,923.28 | \$160,090.00 | \$14,203.22 |
| 5/4/2009 | 79 | 10/1/2008 – 10/31/2008 | \$64,656.50 | \$4,136.81 | \$60,406.62 | \$4,136.81 |
| 5/7/2009 | 80 | 11/1/2008 – 11/30/2008 | \$30,925.50 | \$2,121.21 | \$30,925.50 | \$2,121.21 |
| 5/22/2009 | 81 | 12/1/2008 – 12/31/2008 | \$29,946.50 | \$2,499.56 | \$29,946.50 | \$2,499.56 |
| 5/22/2009 | 31Q | 31 st Quarterly 2008 | \$125,528.50 | \$8,757.58 | \$121,278.62 | \$8,757.58 |
| 8/11/2009 | 82 | 1/1/2009 – 1/31/2009 | \$20,014.00 | \$2,067.70 | \$20,014.00 | \$2,067.70 |
| 8/19/2009 | 83 | 2/1/2009 – 2/28/2009 | \$32,578.00 | \$2,533.04 | \$32,578.00 | \$2,533.04 |
| 8/19/2009 | 84 | 3/1/2009 – 3/31/2009 | \$122,625.50 | \$4,318.32 | \$122,625.50 | \$4,318.32 |
| 8/19/2009 | 32Q | 32 nd Quarterly 2009 | \$175,217.50 | \$8,919.06 | \$175,217.50 | \$8,919.06 |
| 11/11/2009 | 85 | 4/1/2009 – 4/30/2009 | \$156,353.50 | \$80,862.01 | \$156,353.50 | \$80,862.01 |
| 11/11/2009 | 86 | 5/1/2009 – 5/31/2009 | \$292,613.50 | \$3,869.91 | \$292,613.50 | \$3,869.91 |
| 11/11/2009 | 87 | 6/1/2009 – 6/30/2009 | \$64,022.00 | \$2,172.69 | \$64,022.00 | \$2,172.69 |
| 11/11/2009 | 33Q | 33 rd Quarterly 2009 | \$512,989.00 | \$86,904.61 | \$512,989.00 | \$86,904.61 |
| 2/12/2010 | 88 | 7/1/2009 – 7/31/2009 | \$35,788.50 | \$2,306.85 | \$35,788.50 | \$2,206.85 |
| 2/12/2010 | 89 | 8/1/2009 – 8/31/2009 | \$28,279.50 | \$2,144.97 | \$27,917.68 | \$2,144.97 |
| 2/12/2010 | 90 | 9/1/2009 – 9/30/2009 | \$34,658.50 | \$2,443.21 | \$34,658.50 | \$2,371.14 |
| 2/12/2010 | 34Q | 34 th Quarterly 2009 | \$99,326.50 | \$6,915.03 | \$98,364.82 | \$6,722.96 |
| 5/3/2010 | 91 | 10/1/2009 – 10/31/2009 | \$28,138.00 | \$2,842.55 | \$28,138.00 | \$2,842.55 |
| 5/3/2010 | 92 | 11/1/2009 – 11/30/2009 | \$29,158.00 | \$20,122.68 | \$29,158.00 | \$20,122.68 |
| 5/3/2010 | 93 | 12/1/2009 – 12/31/2009 | \$12,573.50 | \$2,308.90 | \$12,573.50 | \$2,308.90 |
| 5/3/2010 | 35Q | 35 th Quarterly 2009 | \$69,869.50 | \$25,274.13 | \$69,869.50 | \$25,274.13 |

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty-First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods, and 3.5% from actual fees for the Twenty-Fifth Quarterly Period..

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|---------------|-------------------|
| 8/9/2010 | 94 | 1/1/2010 – 1/31/2010 | \$14,171.00 | \$3,417.80 | \$14,171.00 | \$3,417.80 |
| 8/9/2010 | 95 | 2/1/2010 – 2/28/2010 | \$24,681.50 | \$2,237.64 | \$24,681.50 | \$2,237.64 |
| 8/9/2010 | 96 | 3/1/2010 – 3/31/2010 | **\$10,468.50 | **\$2,313.01 | **\$10,468.50 | **\$2,313.01 |
| 8/9/2010 | 36Q | 36 th Quarterly 2010 | **\$49,321.00 | **\$7,968.45 | **\$49,321.00 | **\$7,968.45 |
| 11/8/2010 | 97 | 4/1/2010 – 4/30/2010 | \$15,571.00 | \$2,825.72 | \$15,571.00 | \$2,825.72 |
| 11/8/2010 | 98 | 5/1/2010 – 5/31/2010 | \$48,396.00 | \$2,157.78 | \$48,396.00 | \$2,157.78 |
| 11/8/2010 | 99 | 6/1/2010 – 6/30/2010 | \$23,278.50 | \$2,154.70 | \$23,278.50 | \$2,154.70 |
| 11/8/2010 | 37Q | 37 th Quarterly 2010 | \$87,245.50 | \$7,138.20 | \$87,245.50 | \$7,138.20 |
| 2/22/2011 | 100 | 7/1/2010 – 7/31/2010 | \$15,875.50 | \$2,154.70 | \$15,875.50 | \$2,154.70 |
| 2/22/2011 | 101 | 8/1/2010 – 8/31/2010 | \$28,684.00 | \$2,727.70 | \$28,684.00 | \$2,727.70 |
| 2/22/2011 | 102 | 9/1/2010 – 9/30/2010 | \$15,215.50 | \$2,223.29 | \$15,215.50 | \$2,223.29 |
| 2/22/2011 | 38Q | 38 th Quarterly 2010 | \$59,775.00 | \$7,105.69 | \$59,775.00 | \$7,105.69 |
| 3/7/2011 | 103 | 10/1/2010 – 10/31/2010 | \$21,491.50 | \$2,184.53 | \$21,491.50 | \$2,184.53 |
| 3/7/2011 | 104 | 11/1/2010 – 11/30/2010 | \$17,798.50 | \$2,231.47 | \$17,798.50 | \$2,231.47 |
| 3/7/2011 | 105 | 12/1/2010 – 12/31/2010 | \$10,459.50 | \$2,189.70 | \$10,459.50 | \$2,189.70 |
| 3/7/2011 | 39Q | 39 th Quarterly 2010 | \$49,749.50 | \$6,605.70 | \$49,749.50 | \$6,605.70 |
| 7/5/2011 | 106 | 1/1/2011 – 1/31/2011 | \$21,741.00 | \$2,228.55 | \$21,741.00 | \$2,228.55 |
| 7/5/2011 | 107 | 2/1/2011 – 2/28/2011 | \$32,520.50 | \$2,251.21 | \$32,520.50 | \$2,251.21 |
| 7/5/2011 | 108 | 3/1/2011 – 3/31/2011 | \$33,123.00 | \$2,248.48 | \$33,123.00 | \$2,248.48 |
| 7/5/2011 | 40Q | 40 th Quarterly 2011 | \$87,384.50 | \$6,728.24 | \$87,384.50 | \$6,728.24 |
| 10/21/2011 | 109 | 4/1/2011 – 4/30/2011 | \$29,846.00 | \$2,180.02 | \$29,846.00 | \$2,180.02 |
| 10/21/2011 | 110 | 5/1/2011 – 5/31/2011 | \$33,288.00 | \$2,180.02 | \$33,288.00 | \$2,180.02 |
| 10/21/2011 | 111 | 6/1/2011 – 6/30/2011 | \$22,472.50 | \$2,186.86 | \$22,472.50 | \$2,186.86 |
| 10/21/2011 | 41Q | 41 st Quarterly 2011 | \$85,606.50 | \$6,546.90 | \$85,606.50 | \$6,546.90 |
| 11/22/2011 | 112 | 7/1/2011 – 7/31/2011 | \$32,276.50 | \$2,175.62 | \$32,276.50 | \$2,175.62 |
| 11/22/2011 | 113 | 8/1/2011 – 8/31/2011 | \$44,732.00 | \$2,177.94 | \$44,732.00 | \$2,177.94 |
| 11/22/2011 | 114 | 9/1/2011 – 9/30/2011 | \$48,128.00 | \$2,182.58 | \$48,128.00 | \$2,182.58 |
| 11/22/2011 | 42Q | 42 nd Quarterly 2011 | \$125,136.50 | \$6,536.14 | \$125,136.50 | \$6,536.14 |
| 12/30/2011 | 115 | 10/1/2011 – 10/31/2011 | \$59,256.00 | \$7,725.14 | \$59,256.00 | \$7,725.14 |
| 12/30/2011 | 116 | 11/1/2011 – 11/30/2011 | \$25,612.00 | \$2,819.71 | \$25,612.00 | \$2,819.71 |
| 3/8/2012 | 117 | 12/1/2011 – 12/31/2011 | \$17,216.50 | \$2,390.88 | \$17,216.50 | \$2,390.88 |
| 3/8/2012 | 43Q | 43 rd Quarterly 2011 | \$102,084.50 | \$12,935.73 | \$102,084.50 | \$12,935.73 |
| 5/25/2012 | 118 | 1/1/2012 – 1/31/2012 | \$21,433.50 | \$2,088.17 | \$21,433.50 | \$2,088.17 |
| 5/25/2012 | 119 | 2/1/2012 – 2/29/2012 | 43,173.50 | \$3,402.77 | \$43,131.50 | \$3,402.77 |
| 5/25/2012 | 120 | 3/1/2012 – 3/31/2012 | 34,397.00 | \$2,600.67 | \$34,397.00 | \$2,600.67 |
| 5/29/2012 | 44Q | 44 th Quarterly 2012 | \$99,004.00 | \$8,091.61 | \$98,962.00 | \$8,091.61 |
| 5/29/2012 | 121 | 4/1/2012 – 4/30/2012 | \$45,051.00 | \$21,165.44 | \$45,051.00 | \$21,165.44 |
| 8/31/2012 | 122 | 5/1/2012 – 5/31/2012 | \$40,770.00 | \$1,778.47 | \$40,770.00 | \$1,778.47 |
| 8/31/2012 | 123 | 6/1/2012 – 6/30/2012 | \$30,633.00 | \$1,684.65 | \$30,633.00 | \$1,684.65 |
| 8/31/2012 | 45Q | 45 th Quarterly 2012 | \$116,454.00 | \$24,628.56 | \$116,454.00 | \$24,628.56 |
| 11/2/2012 | 124 | 7/1/2012 – 7/31/2012 | \$38,639.00 | \$1,691.20 | \$38,639.00 | \$1,691.20 |
| 11/2/2012 | 125 | 8/1/2012 – 8/31/2012 | \$44,167.50 | \$1,539.90 | \$44,167.50 | \$1,539.90 |
| 11/2/2012 | 126 | 9/1/2012 – 9/30/2012 | \$42,835.00 | \$2,350.86 | \$42,835.00 | \$2,350.86 |
| 11/2/2012 | 46Q | 46 th Quarterly 2012 | \$125,641.50 | \$5,581.96 | \$125,641.50 | \$5,581.96 |

** Reflects BMC's voluntary credit from actual fees and costs for March 2010 related to the fees and costs associated with the corrected mailing of a limited number of Omni 28 Notices to affected parties.

PRIOR APPLICATIONS - continued

[Continued on next page]

BIOGRAPHICAL INFORMATION

| Name of Professional Person | Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise | Hourly Billing Rate (Including Changes) | Total Hours Billed | Total Compensation |
|-----------------------------|--|---|--------------------|--------------------|
| Martha Araki | Senior Bankruptcy Consultant, 1999; twenty-five years experience in bankruptcy and other legal practice areas | \$210.00 | 53.1 | \$11,151.00 |
| Mike Booth | Claims Reconciliation Manager, 2002; four years prior bankruptcy experience | \$165.00 | 3.2 | \$528.00 |
| Mireya Carranza | Case Support Clerk, 2003 | \$45.00 | 1.0 | \$45.00 |
| Steffanie Cohen | Reconciliation Consultant, 2002; two years prior bankruptcy experience | \$110.00 | 7.4 | \$814.00 |
| Barbara Colby | Case Support Clerk, 2007 | \$55.00 | 0.2 | \$11.00 |
| Maristar Go | Case Analyst, 2004; two years prior legal experience | \$95.00 | 1.1 | \$104.50 |
| Myrtle John | Director, 2001; thirty-five years experience in bankruptcy and other legal practice areas | \$195.00 | 11.6 | \$2,262.00 |
| Gunther Kruse | Data Consultant, 2002; eight years prior experience in IT industry as database administrator and network manager | \$150.00 | 27.2 | \$4,080.00 |
| Kevin Martin | Consultant, 2002; six years prior experience in financial services; two years prior experience in mergers/acquisitions | \$135.00 | 0.9 | \$121.50 |
| James Myers | Case Support Clerk, 2001 | \$65.00 | 0.4 | \$26.00 |
| Noreve Roa | Case Analyst, 2004; two years prior legal industry experience | \$95.00 | 1.4 | \$133.00 |
| Airgelou Romero | Case Analyst, 2004; three years prior legal industry experience | \$95.00 | 1.3 | \$123.50 |

| | | |
|----------------------|---------------------------------|---------------------|
| Grand Total: | Actual Fees: \$19,399.50 | Hours: 108.8 |
| Blended Rate: | \$178.30 | |

COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Fees |
|------------------------------|--------------|--------------------|
| Asbestos Claims | 2.8 | \$588.00 |
| Asbestos PI Claims | 0.0 | \$0.00 |
| Case Administration | 29.3 | \$4,917.50 |
| Data Analysis | 27.2 | \$4,080.00 |
| Distribution | 25.6 | \$5,149.50 |
| Fee Applications – Applicant | 7.5 | \$1,572.00 |
| Non – Asbestos Claims | 16.4 | \$3,092.50 |
| Plan & Disclosure Statement | 0.0 | \$0.00 |
| Travel | 0.0 | \$0.00 |
| Actual Total | 108.8 | \$19,399.50 |

EXPENSE SUMMARY

| Expense Category | Service Provider (If Applicable) | Total Expenses |
|---------------------|----------------------------------|-------------------|
| b-Linx User Fee | BMC | \$350.00 |
| b-Linx/Data Storage | BMC | \$850.00 |
| Document Storage | BMC | \$89.90 |
| Website Hosting | BMC | \$250.00 |
| | | |
| | | |
| Total | | \$1,539.90 |

PRODUCTION EXPENSE SUMMARY

| Date of Mailing | Service Provider (If Applicable) | Total Expenses |
|---------------------|----------------------------------|----------------|
| June 30, 2013 | BMC (1 mailing) | \$0.92 |
| | | |
| | | |
| | | |
| | | |
| | | |
| Actual Total | | \$0.92 |

WHEREFORE, BMC respectfully requests:

- (a) that an allowance be made to it in the aggregate of \$17,060.42 which is comprised of:

 - (i) 80% of the fees rendered by BMC to the Debtors for reasonable and necessary professional services during the One Hundred-Thirty-Fifth Fee Period (80% of \$19,399.50 = \$15,519.60); and
 - (ii) 100% of the actual and necessary costs and expenses incurred by BMC during the One Hundred-Thirty-Fifth Fee Period (\$1,540.82);

- (b) that both the fees and expenses are payable as an administrative expense of the Debtors' estates; and
- (c) for such other and further relief as the Court deems just and proper.

Dated: July 31, 2013

BMC GROUP

By: 

MYRTLE H. JOHN
600 1st Avenue, Suite 300
Seattle, Washington 98104
Telephone: (206) 516-3300
Telecopier: (206) 516-3304

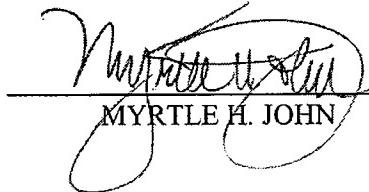
Claims Reconciliation and Solicitation
Consultant to the Debtors and
Debtors in Possession

VERIFICATION

MYRTLE H. JOHN, after being duly sworn, deposes and says:

1. I am employed by Applicant, BMC Group (“BMC”), the Claims Reconciliation and Solicitation Consultant to the debtors and debtors in possession herein (the “Debtors”). I am a Director of BMC, and I have personal knowledge of the matters set forth herein.
2. I have personally reviewed the consulting services rendered by BMC as Claims Reconciliation and Solicitation Consultant to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by other consultants and employees of BMC.
3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Annexed hereto are the following Exhibits: **Exhibit 1** – Monthly Fee Invoice comprised of a detail of time expended and Professional Activity Summary; and **Exhibit 2** – Monthly Expense Invoice comprised of an Expense Invoice and Detail. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the ‘Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members,’ signed April 17, 2002, and submit that the Application herein substantially complies with such Rules and Order.

DATED: July 31, 2013
El Segundo, California



MYRTLE H. JOHN